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Simplicity Holding Limited

倩碧控股有限公司 *

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8367)

DISCLOSEABLE TRANSACTION TENANCY AGREEMENT FOR OFFICE IN PRC

THE TENANCY AGREEMENT

On 14 November 2025, Huangding, an indirect wholly-owned subsidiary of the Company, entered into the Tenancy Agreement as tenant with China Resources Land Qianhai as Landlord in respect of the lease of the Premises for a term of three years commencing on 15 November 2025 and expiring on 14 November 2028 (both days inclusive) for the office of Huangding.

GEM LISTING RULES IMPLICATION

Pursuant to HKFRS 16, the entering into the Tenancy Agreement will require the Group to recognise the fixed portion of the rent for the Premises as the right-of-use assets with a cost of approximately HK\$1.7 million at initial recognition and a corresponding lease liability which represents the present value of the future lease payments. Thus, the entering into the Tenancy Agreement and the transaction contemplated thereunder will be regarded as a deemed acquisition of asset by the Group.

As one or more of the applicable percentage ratios calculated under Chapter 19 of the GEM Listing Rules in respect of the Tenancy Agreement exceeds 5% but all are less than 25%, the transaction contemplated under the Tenancy Agreement constitutes a discloseable transaction for the Company and is therefore subject to reporting and announcement requirements under Chapter 19 of the GEM Listing Rules.

THE TENANCY AGREEMENT

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Set out below is a summary of the principal terms of the Tenancy Agreement:

Date: 14 November 2025

Parties: (1) Huangding as tenant (the “**Tenant**”); and
(2) China Resources Land Qianhai as landlord (the “**Landlord**”).

To the best of the Directors knowledge, information and belief having made all reasonable enquiries, China Resources Land Qianhai and its ultimate beneficial owners are Independent Third Parties as at the date of this announcement.

Premises: Units 01A, 11, and 12 on the 13th floor, T5 Office Building, Qianhai China Resources Financial Center, No. 5035 Menghai Avenue, Nanshan Street, Qianhai Shenzhen-Hong Kong Cooperation Zone, Shenzhen (深圳市前海深港合作區南山街道夢海大道 5035 號前海華潤金融中心 T5 辦公室 13 層 01A、11、12 單元)

Gross Area: 341 square meter

Use: For office of Huangding

Term: Three years fixed term commencing on 15 November 2025 and expiring on 14 November 2028 (both days inclusive) with six-months rent free.

Rent: Rent for the Term is as below:

Rent throughout the Term is an amount of approximately HK\$56,024.00 per month. Huangding is also responsible for payment of management fees, air-conditioning charges, utility and other charges and Government rates.

Total consideration under the Tenancy Agreement: The total consideration payable under the Tenancy Agreement for the Term (i.e. excluding the Government rates, management fees, air-conditioning charges and utility and other charges) by Huangding is estimated to be approximately HK\$1.7 million.

The consideration payable under the Tenancy Agreement is expected to be funded by the internal resources of the Group.

REASONS FOR AND BENEFITS OF ENTERING INTO THE TENANCY AGREEMENT

The Group is engaged in restaurant operations in Hong Kong and now interested in developing in China.

The Directors believe that the Premises represent a prime location for the office of Huangding.

The terms of the Tenancy Agreement were determined after arms length negotiation between Huangding and China Resources Land Qianhai after taking into account the prevailing market rent, lease terms of similar premises in the proximity of the Premises. The Directors are of the view that the entry of the Tenancy Agreement and the terms and conditions thereof are fair and reasonable and in the interests of the Company and its shareholders as a whole.

INFORMATION OF THE PARTIES

The Group and Huangding

The Group is engaged in restaurant operations in Hong Kong.

Huangding is an indirect wholly-owned subsidiary of the Company and is set up recently in PRC to be engaged in the business of agricultural products wholesale supply chain, etc.

China Resources Land Qianhai

China Resources Land Qianhai is a company established in PRC and principally engaged in property leasing business.

To the best of the Directors knowledge, information and belief having made all reasonable enquiries, China Resources Land Qianhai is indirectly and wholly-owned subsidiary of China Resources Land Limited, a company incorporated in Hong Kong with limited liability and the issued shares of which are listed on the Stock Exchange (stock code: 1109) and its ultimate beneficial owners are Independent Third Parties as at the date of this announcement.

IMPLICATIONS OF THE GEM LISTING RULES

Pursuant to HKFRS 16, the entering into the Tenancy Agreement will require the Group to recognise the fixed portion of the rent for the Premises as the right-of-use assets with a cost of approximately HK\$1.7 million at initial recognition and a corresponding lease liability which represents the present value of the future lease payments. Thus, the entering into the Tenancy Agreement and the transaction contemplated thereunder will be regarded as a deemed acquisition of asset by the Group.

As one or more of the applicable percentage ratios calculated under Chapter 19 of the GEM Listing Rules in respect of the Tenancy Agreement exceeds 5% but all are less than 25%, the transaction contemplated under the Tenancy Agreement constitutes a discloseable transaction for the Company and is therefore subject to reporting and announcement requirements under Chapter 19 of the GEM Listing Rules.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following expressions have the following meanings:

“Board”	the board of Directors;
“Huangding”	Huangding Smart Chain Supply Chain (Shenzhen) Co., Ltd.* (煌鼎智鏈供應鏈(深圳)有限公司), an indirectly wholly-owned subsidiary of the Company incorporated in PRC with limited liability;
“Company”	Simplicity Holding Limited, an exempted company incorporated in the Cayman Islands, the shares of which are listed on GEM (stock code: 8367);
“Director(s)”	the director(s) of the Company;
“GEM”	GEM of The Stock Exchange of Hong Kong Limited;
“GEM Listing Rules”	The Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time;
“China Resources Land Qianhai”	China Resources Land Qianhai Co., Ltd.* (華潤置地前海有限公司), a company incorporated in PRC with limited liability;
“PRC”	People's Republic of China;

“Group”	collectively, the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“HKFRS 16”	Hong Kong Financial Reporting Standard 16 Leases which include standards and interpretations promulgated by the Hong Kong Institute of Certified Public Accountants;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;’
“Independent Third Party(ies)”	a third party or third parties independent of and not connected with the Company and its subsidiaries and their respective connected persons (as defined in the GEM Listing Rules);
“Premises”	Units 01A, 11, and 12 on the 13th floor, T5 Office Building, Qianhai China Resources Financial Center, No. 5035 Menghai Avenue, Nanshan Street, Qianhai Shenzhen-Hong Kong Cooperation Zone, Shenzhen (深圳市前海深港合作區南山街道夢海大道 5035 號前海華潤金融中心 T5 辦公室 13 層 01A、11、12 單元)
“Tenancy Agreement”	the tenancy agreement dated 14 November 2025 and entered into between Huangding as tenant and China Resources Land Qianhai as landlord in respect of the Premises;
“Term”	the term of three years commencing on 15 November 2025 and expiring on 14 November 2028 (both days inclusive) with six months rent free; and
“%”	per cent.

By order of the Board
Simplicity Holding Limited
Choi Pun Lap
Executive Director and Company Secretary

Hong Kong, 14 November 2025

As at the date of this announcement, the executive Directors of the Company are Mr. Choi Pun Lap, Mr. Leung Wai Tai and Mr. Zhang Qifeng; and the independent non-executive Directors of the Company are Mr. Lo Cheuk Fei Jeffrey, Mr. Cheung Hiu Fung and Ms. Ip Sin Nam.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the Stock Exchange's website at <http://www.hkexnews.hk> on the "Latest Listed Company Information" page for at least seven days from the date of its publication and posting and will be published and remains on the website of the Company at <http://www.simplicityholding.com>.

** For identification purpose only*